

**KRAMER LEVIN NAFTALIS & FRANKEL LLP**

Kenneth H. Eckstein

Rachael Ringer

Caroline F. Gange

1177 Avenue of the Americas

New York, New York 10036

Telephone: (212) 715-9100

Fax: (212) 715-8000

*Attorneys for the Ad Hoc Committee of  
Governmental and Other Contingent  
Litigation Claimants*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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:  
**In re:** : **Chapter 11**  
:  
**PURDUE PHARMA L.P., et al.,** : **Case No. 19-23649 (RDD)**  
:  
**Debtors.**<sup>1</sup> :  
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**SECOND MONTHLY FEE STATEMENT OF  
KRAMER LEVIN NAFTALIS & FRANKEL LLP,  
CO-COUNSEL TO THE AD HOC COMMITTEE, FOR COMPENSATION  
AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM  
NOVEMBER 1, 2019 THROUGH NOVEMBER 30, 2019**

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF LP (0495), SVC Pharma LP (5717) and SVC Pharma Inc. (4014). The Debtors' corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

<b>Name of Applicant</b>	Kramer Levin Naftalis & Frankel LLP
<b>Authorized to Provide Professional Services to:</b>	Ad Hoc Committee of Governmental and Other Contingent Litigation Claimants
<b>Date of Order Approving Debtors' Payment of Fees and Expenses of Applicant:</b>	December 2, 2019
<b>Period for which compensation and reimbursement is sought</b>	November 1, 2019 through and including November 30, 2019
<b>Amount of Compensation sought as actual, reasonable, and necessary</b>	\$688,772.25
<b>Current Fee Request</b>	\$551,017.80 (80% of \$688,772.25)
<b>Amount of Expense Reimbursement sought as actual, reasonable, and necessary:</b>	\$4,206.77
<b>Amount of Compensation and Expenses sought as allowed under the Fee Order</b>	\$555,224.57
<b>Total Fees and Expenses Inclusive of Holdback</b>	\$692,979.02
<b>This is a(n):</b>	<input checked="" type="checkbox"/> monthly <input type="checkbox"/> interim application <input type="checkbox"/> final application

### **SUMMARY OF MONTHLY FEE STATEMENTS**

<i>Application</i>	<i>Total Compensation and Expenses Incurred for Period Covered</i>			<i>Total Amount Requested in Fee Statements</i>		<i>Total Unpaid</i>
<b>Date Filed/ Docket No.</b>	<b>Period Covered</b>	<b>Total Fees</b>	<b>Expenses</b>	<b>Fees (80%)</b>	<b>Expenses (100%)</b>	<b>Fees and Expenses</b>
634	9/16/2019- 10/31/2019	\$1,099,075.50	\$30,479.64	\$879,260.40	\$30,479.64	\$219,815.10

Pursuant to sections 363(b) and 365 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), the *Order Authorizing the Debtors to Assume the Reimbursement Agreement and Pay the Fees and Expenses of the Ad Hoc Committee’s Professionals* [Docket No. 553] (the “**Fee Order**”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [Docket No. 529] (the “**Interim Compensation Order**,” and together

with the Fee Order, the “**Orders**”), Kramer Levin Naftalis & Frankel LLP (the “**Applicant**”), Co-Counsel to the Ad Hoc Committee of Governmental and Other Contingent Litigation Claimants (the “**Ad Hoc Committee**”), hereby submits this Second Monthly Fee Statement (the “**Statement**”) for the period of November 1, 2019 through and including November 30, 2019 (the “**Monthly Fee Period**”).

**Itemization of Services Rendered by Applicant**

Annexed hereto as “**Exhibit A**” is a schedule of the aggregate number of hours expended and fees incurred by professionals and paraprofessionals during the Monthly Fee Period by project category. Annexed hereto as “**Exhibit B**” is a schedule of the individuals and their respective titles that provided services during this Monthly Fee Period, along with their respective billing rates and the total number of hours spent by each individual during this Monthly Fee Period. The blended hourly billing rate of attorneys for all services provided during the Monthly Fee Period is \$959.10.<sup>2</sup> The blended hourly billing rate of all paraprofessionals is \$399.82.<sup>3</sup>

Annexed hereto as “**Exhibit C**” is a schedule of the actual, necessary expenses that Applicant incurred during the Monthly Fee Period.

Annexed hereto as “**Exhibit D**” are the time records of Applicant for this Monthly Fee Period organized by project category with a daily time log explaining the time spent by each attorney and other professional and an itemization of expenses.

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<sup>2</sup> The blended hourly rate for all attorneys was derived by dividing the total fees for such professionals of \$682,015.25 by the total hours of 711.10.

<sup>3</sup> The blended hourly rate for all paraprofessionals was derived by dividing the total fees for such paraprofessionals of \$6,757.00 by the total hours of 16.90.

In accordance with the Fee Order, Applicant has separately recorded work performed relating to allocation of value among the Debtors' creditors, and, to the best of its knowledge, Applicant has not included time relating to such allocation in this Application.<sup>4</sup>

**Notice**

Applicant will provide notice of this Application in accordance with the Orders. Applicant submits that no other or further notice be given.

Pursuant to the Interim Compensation Order, any party objecting to the payment of interim compensation and reimbursement of expenses as requested shall, within 14 days of service of the Statement, serve via email, to the Notice Parties (as defined in the Interim Compensation Order), a written notice setting forth the precise nature of the objection and the amount at issue.

If no objection is timely served pursuant to the Interim Compensation Order, the Debtors shall be authorized and directed to pay Applicant an amount equal to 80% of the fees and 100% of the expenses incurred during the Monthly Fee Period.

If an objection is timely served pursuant to the Interim Compensation Order, the Debtors shall be authorized and directed to pay Applicant an amount equal to 80% of the fees and 100% of the expenses that are not subject to an objection. Any objection must set forth the precise nature of the objection and the amount at issue. It shall not be sufficient to simply object to all fees and expenses.

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<sup>4</sup> Applicant may request fees related to allocation among creditors at a later date by separate motion.

WHEREFORE, Applicant respectfully requests (i) compensation in the amount of \$551,017.80, which represents 80% of billable time for services rendered by Applicant as co-counsel to the Ad Hoc Committee during this Monthly Fee Period, and (ii) reimbursement of the actual, necessary expenses incurred and recorded by Applicant during this Monthly Fee Period in the amount of \$4,206.77.

Dated: New York, New York  
January 30, 2020

Respectfully submitted,

By: /s/ Kenneth H. Eckstein

Kenneth H. Eckstein  
Rachael Ringer  
Caroline F. Gange  
**KRAMER LEVIN NAFTALIS &  
FRANKEL LLP**

1177 Avenue of the Americas  
New York, New York 10036  
Telephone: (212) 715-9100  
Fax: (212) 715-8000  
Emails: keckstein@kramerlevin.com  
rringer@kramerlevin.com  
cgange@kramerlevin.com

*Attorneys for the Ad Hoc Committee of  
Governmental and Other Contingent  
Litigation Claimants*

**EXHIBIT A**

**SUMMARY OF FEES BY PROJECT CATEGORY**

<b>Matter</b>	<b>Matter Name</b>	<b>Hours</b>	<b>Total</b>
00001	Asset Analysis and Recovery	179.1	\$177,469.00
00002	Assumption and Rejection of Leases and Contracts	305.4	301,406.00
00003	Business Operations	18.9	14,332.50
00004	Case Administration	59.4	53,099.50
00005	Claims Analysis	10.2	8,867.00
00006	Employment and Fee Applications	23.6	15,265.50
00007	Emergency Financing	5.9	6,406.50
00008	Litigation	24.5	22,487.00
00009	Meetings and Communications with Ad-Hoc Committee & Creditors	63	58,980.00
00010	Non-Working Travel <sup>5</sup>	3.5	6,702.50
00011	Plan and Disclosure Statement	31	27,108.00
<b>Subtotal</b>		724.5	692,123.50
<b>Less 50% Non-Working Travel</b>			(3,351.25)
<b>TOTAL</b>			<b>\$688,772.25</b>

<sup>5</sup> Non-Working travel is discounted by 50%.

**EXHIBIT B**



**SUMMARY OF PROFESSIONALS FOR THE MONTHLY FEE PERIOD**

<b>Timekeeper</b>	<b>Title</b>	<b>Year Admitted</b>	<b>Department</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed</b>	<b>Total Fees</b>
<b>Philip Bentley</b>	Partner	1985	Creditors' Rights	1175	31.6	\$37,130.00
<b>John Bessonette</b>	Partner	1999	Corporate	1100	15.9	17,490.00
<b>Kenneth H. Eckstein</b>	Partner	1980	Creditors' Rights	1350	115.3	155,655.00
<b>Mayer Greenberg</b>	Partner	1990	Tax	1200	6.3	7,560.00
<b>Rachael Ringer</b>	Partner	2011	Creditors' Rights	1000	144.2	144,200.00
<b>Jordan M. Rosenbaum</b>	Partner	2004	Corporate	1075	14.7	15,802.50
<b>David E. Blabey</b>	Counsel	2005	Creditors' Rights	980	73.6	72,128.00
<b>Helayne O. Stoopack</b>	Counsel	1982	Tax	995	10.8	10,746.00
<b>David Braun</b>	Associate	2016	Creditors' Rights	845	7.6	6,422.00
<b>Justin Celt</b>	Associate	2017	Corporate	720	2.5	1,800.00
<b>Michael Cubell</b>	Associate	2007	Corporate	970	29.1	28,227.00
<b>Caroline Gange</b>	Associate	2017	Creditors' Rights	785	143.7	112,804.50
<b>Mariya Khvatskaya</b>	Associate	2016	Tax	845	11.6	9,802.00
<b>Ilya Kontorovich</b>	Associate	2014	Corporate	845	28.1	23,744.50
<b>Hunter Blain</b>	Law Clerk	N/A	Creditors' Rights	550	76.1	41,855.00
<b>Wendy Kane</b>	Paralegal	N/A	Creditors' Rights	390	0.3	117.00
<b>Benjamin Minerva</b>	Paralegal	N/A	Creditors' Rights	400	16.6	6,640.00
<b>Less 50% Non-Working Travel</b>						(3,351.25)
<b>Total</b>					<b>728</b>	<b>\$688,772.25</b>

**EXHIBIT C**

**SUMMARY OF OUT OF POCKET EXPENSES**

DESCRIPTION	AMOUNT
Cab Fares	\$1,362.35
Courier Services	125.70
Meals/In-House	300.00
Meals/T & E	20.00
Meetings	1,532.08
CourtCall	221.00
Pacer Online Research	108.20
Telecommunication Services	16.94
Transcript Fees	421.20
Westlaw Online Research	99.30
<b>TOTAL EXPENSES</b>	<b>\$4,206.77</b>

**EXHIBIT D**

**Kramer Levin**



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Ad Hoc Committee of Governmental and Other  
Contingent Litigation Claimants

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**FOR PROFESSIONAL SERVICES rendered through November 30, 2019.**

Fees	\$692,123.50
Less 50% Discount on Non-Working Travel	(3,351.25)
Fee Subtotal	688,772.25
Disbursements and Other Charges	4,206.77
<b>TOTAL BALANCE DUE</b>	<b>\$692,979.02</b>

FEES AND DISBURSEMENTS POSTED AFTER THE BILLING PERIOD SHOWN ON THIS INVOICE WILL APPEAR ON A SUBSEQUENT INVOICE.

DUE AND PAYABLE UPON RECEIPT. THE LEGAL RATE OF INTEREST WILL BE CHARGED FOR BALANCES OUTSTANDING OVER 30 DAYS.

TAX ID # 13-1944339

Kramer Levin Naftalis & Frankel LLP  
1177 Avenue of the Americas, New York, NY 10036  
T 212.715.9100 F 212.715.8000



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**MATTER SUMMARY**

**For professional services rendered through November 30, 2019 in connection with the following matters:**

<b>Matter</b>	<b>Matter Name</b>	<b>Fees</b>	<b>Disbs</b>	<b>Total</b>
072952-00001	Asset Analysis and Recovery	\$177,469.00	\$4,206.77	<b>\$181,675.77</b>
072952-00002	Assumption and Rejection of Leases and Contracts	301,406.00	0.00	<b>301,406.00</b>
072952-00003	Business Operations	14,332.50	0.00	<b>14,332.50</b>
072952-00004	Case Administration	53,099.50	0.00	<b>53,099.50</b>
072952-00005	Claims Analysis	8,867.00	0.00	<b>8,867.00</b>
072952-00006	Employment and Fee Applications	15,265.50	0.00	<b>15,265.50</b>
072952-00007	Emergency Financing	6,406.50	0.00	<b>6,406.50</b>
072952-00008	Litigation	22,487.00	0.00	<b>22,487.00</b>
072952-00009	Meetings and Communications with Ad-Hoc Committee & Creditors	58,980.00	0.00	<b>58,980.00</b>
072952-00010	Non-Working Travel	6,702.50	0.00	<b>6,702.50</b>
072952-00011	Plan and Disclosure Statement	27,108.00	0.00	<b>27,108.00</b>
<b>Subtotal</b>		<b>692,123.50</b>	<b>4,206.77</b>	<b>696,330.27</b>
Less 50% Discount on Non-Working Travel				<b>(3,351.25)</b>
<b>TOTAL CURRENT INVOICE</b>				<b>\$692,979.02</b>



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**Asset Analysis and Recovery**

**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Bessonette, John	Partner	10.60	\$11,660.00
Eckstein, Kenneth H.	Partner	23.80	32,130.00
Greenberg, Mayer	Partner	5.30	6,360.00
Ringer, Rachael L.	Partner	29.20	29,200.00
Rosenbaum, Jordan M.	Partner	12.70	13,652.50
Blabey, David E.	Counsel	0.40	392.00
Stoopack, Helayne O.	Counsel	10.80	10,746.00
Braun, David	Associate	2.40	2,028.00
Celt, Justin	Associate	2.50	1,800.00
Cubell, Michael B.	Associate	24.00	23,280.00
Gange, Caroline	Associate	22.80	17,898.00
Khvatskaya, Mariya	Associate	10.40	8,788.00
Kontorovich, Ilya	Associate	21.10	17,829.50
Blain, Hunter	Law Clerk	3.10	1,705.00
<b>TOTAL FEES</b>		<b>179.10</b>	<b>\$177,469.00</b>

**DISBURSEMENTS AND OTHER CHARGES SUMMARY**

DESCRIPTION	AMOUNT
Cab Fares	\$1,362.35
Courier Services	125.70



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**Asset Analysis and Recovery**

DESCRIPTION	AMOUNT
Meals/In-House	300.00
Meals/T & E	20.00
Meetings	1,532.08
CourtCall	221.00
Pacer Online Research	108.20
Telecommunication Services	16.94
Transcript Fees	421.20
Westlaw Online Research	99.30
<b>TOTAL DISBURSEMENTS AND OTHER CHARGES</b>	<b>\$4,206.77</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/1/2019	Eckstein, Kenneth H.	Call w/ R. Ringer re open diligence issues (0.3); review agenda for Sackler meeting (0.2), correspond w/ AHC professionals re same (0.4); review prior pleadings and correspondence re open case/diligence issues (0.8).	1.70	\$2,295.00
11/1/2019	Bessonette, John	Review/revisions to key Sackler agenda items and send to R. Ringer (.5).	0.50	550.00





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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/1/2019	Ringer, Rachael L.	Emails with AHC professionals re: Sackler meeting agenda (.1), calls with AHC professionals re: next steps on diligence (.3), emails with FTI re: same (.1), call with K. Eckstein re: next steps with Sacklers/diligence (.3), emails with AHC professionals re: Sackler agenda (.1), call with AHC professionals re: same (.2).	1.10	1,100.00
11/1/2019	Greenberg, Mayer	Analyze Purdue org diagram as relates to tax structure.	0.40	480.00
11/1/2019	Ringer, Rachael L.	Review/revise stipulation with non-consenting states and others (.4).	0.40	400.00
11/1/2019	Braun, David	TC w/ I. Kontorovich re IAC diligence (.1).	0.10	84.50
11/1/2019	Khvatskaya, Mariya	Summarize issues re: sale of IACs and tax structure.	1.00	845.00
11/1/2019	Celt, Justin	Prep for meeting with KL corporate team regarding diligence next steps (.7), attend same meeting (.8).	1.50	1,080.00
11/1/2019	Kontorovich, Ilya	Review term sheet (2.8), draft questions re same (1.7), discuss same and next steps with KL corporate team (0.8).	5.30	4,478.50
11/1/2019	Gange, Caroline	Calls and emails w/ AHC professionals re Sackler meeting, diligence, next steps (0.3), emails with AHC re same (0.1).	0.40	314.00



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/1/2019	Cubell, Michael B.	Review documents re: IACs (1.4); summarize review of same (1.6); prep for (.4) and attend meeting with KL corporate team to discuss preliminary issues / questions list (.8).	4.20	4,074.00
11/1/2019	Gange, Caroline	Review non-consenting states stipulation (.9).	0.90	706.50
11/4/2019	Eckstein, Kenneth H.	Review agenda for Sackler meeting (0.9); review correspondence re UCC, stip, and PO (0.7); call w/ R. Ringer, D. Molton, S. Gilbert re same (0.8).	2.40	3,240.00
11/4/2019	Greenberg, Mayer	Discussions with M. Khvatskaya re: structure diagrams and tax issues.	0.20	240.00
11/4/2019	Stoopack, Helayne O.	Disc. w/ M. Khvatskaya re tax issues of settlement structure (0.2), review emails re same (0.2), review file memo re same (0.7), review term sheet re same (0.5).	1.60	1,592.00
11/4/2019	Khvatskaya, Mariya	Discuss the updates in the case/tax issues with H. Stoopack and M. Greenberg.	0.60	507.00
11/4/2019	Gange, Caroline	Review data room docs re IAC diligence (1.2) and discuss w/ corporate KL team (.5).	1.70	1,334.50
11/4/2019	Celt, Justin	Review data room documents regarding IACs.	1.00	720.00
11/5/2019	Rosenbaum, Jordan M.	Preparation of questions for meeting with Sacklers (0.3), emails with KL corporate team re same (0.2).	0.50	537.50



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/5/2019	Eckstein, Kenneth H.	Call w/ S. Simms re diligence (0.7); review Sackler meeting agenda, finalize same and c/w R. Ringer re same (0.8); professional call re pending issues re diligence, Sackler meeting (0.8).	2.30	3,105.00
11/5/2019	Bessonette, John	Calls and emails with J. Rosenbaum, M. Cubell, I. Kontorovich and team re diligence materials and review of data room (1.0); calls and emails with J. Rosenbaum, M. Cubell, I. Kontorovich regarding IAC issues and other diligence questions in advance of Sackler meeting (.7).	1.70	1,870.00
11/5/2019	Ringer, Rachael L.	Emails with AHC professionals re: next steps on diligence, Sackler meeting (.6), prepare for (.4) and attend professionals' call re: same (.8), further emails with Sacklers/DPW re: agenda, further revise same (.9), discussion with K. Eckstein re: agenda for Sackler meeting (.5), further emails with DPW re: same (.3).	3.50	3,500.00
11/5/2019	Stoopack, Helayne O.	Disc w/ M. Greenberg re: tax issues, status.	0.30	298.50
11/5/2019	Kontorovich, Ilya	Data room review re IACs, index and due diligence tracker (1.4), calls/emails with KL corporate team re same (0.6).	2.00	1,690.00



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/5/2019	Cubell, Michael B.	Revise draft of Sackler Meeting Agenda Outline with respect to IAC diligence process and Sackler-Related Terms (2.2); calls/emails with KL corporate team re same (0.6).	2.80	2,716.00
11/6/2019	Rosenbaum, Jordan M.	Review of issues list re IACs/diligence (.3) and discuss same w/ M. Cubell (.2).	0.50	537.50
11/6/2019	Bessonette, John	Meet with I. Kontorovich re settlement structure (0.8); review term sheet, diligence, documents re settlement structure (1.5); KL team meeting on key questions, diligence and action items (0.4).	2.70	2,970.00
11/6/2019	Greenberg, Mayer	E-mail with FTI and AHC professionals re follow up to tax calls.	0.30	360.00
11/6/2019	Eckstein, Kenneth H.	Prep for AHC/Sackler meeting (0.4).	0.40	540.00
11/6/2019	Stoopack, Helayne O.	Review case filings regarding tax issues (1.0), review financial material re: same (1.6).	2.60	2,587.00
11/6/2019	Gange, Caroline	Coordinate tax issues/financial materials for 11/9 meeting with KL tax team (1.0).	1.00	785.00
11/6/2019	Cubell, Michael B.	Revise annotated Sackler Meeting Agenda based on feedback from J. Rosenbaum and J. Bessonette (2); discuss same with J. Rosenbaum (0.2).	2.20	2,134.00



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/6/2019	Kontorovich, Ilya	Due diligence review re settlement structure (0.7), discuss same with J. Bessonette (0.8).	1.50	1,267.50
11/7/2019	Rosenbaum, Jordan M.	Review of diligence issues list (0.9), review transaction structure and diligence (0.7).	1.60	1,720.00
11/7/2019	Eckstein, Kenneth H.	Call w/ G. Uzzi re Sackler meeting (0.8); call w/ M. Huebner re prep for meeting (0.5); call w/ FTI re Sackler meeting (0.3); call w/ R. Ringer re agenda and prep for Sackler meeting (0.8).	2.40	3,240.00
11/7/2019	Bessonette, John	Review and revisions to checklist build-out for Sackler meeting (1.2); conf/emails Rosenbaum and Cubell re same (.6).	1.80	1,980.00
11/7/2019	Ringer, Rachael L.	Call with K. Eckstein re: Sackler meeting agenda (.8); call with Milbank re: prep for Sackler meeting (.1).	0.90	900.00
11/7/2019	Greenberg, Mayer	E-mail and follow up discussion re general status and tax follow-up.	0.30	360.00
11/7/2019	Gange, Caroline	Prepare for Debtor/Sackler meeting and coordinate with KL corporate team (2.1).	2.10	1,648.50
11/7/2019	Khvatskaya, Mariya	Review settlement structure to address tax issues.	0.20	169.00
11/7/2019	Kontorovich, Ilya	Review of diligence materials re IACs (1.1), prepare data room index, questions (2.3).	3.40	2,873.00
11/8/2019	Rosenbaum, Jordan M.	Attend portion of AHC and Sackler meeting re term sheet and diligence.	3.00	3,225.00



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**Asset Analysis and Recovery**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/8/2019	Eckstein, Kenneth H.	Prep for meeting with AHC members and Sacklers (0.8), attend pre-meeting with AHC members and professionals (1.4), attend meeting w/ Ad Hoc members, company, Sackler re term sheet (4.3).	6.50	8,775.00
11/8/2019	Bessonette, John	Telephonically attend portions of meeting with AHC members and Sacklers regarding term sheet implementation matters (0.8); follow up with J. Celf re same (0.2).	1.00	1,100.00
11/8/2019	Ringer, Rachael L.	Prepare for/finalize documents and issues for meeting with Sacklers (0.4), attend pre-meeting with AHC members and professionals (1.4), attend AHC members and Sacklers meeting (4.3), follow-up discussions with AHC members re: UST question/issues (0.8).	6.90	6,900.00
11/8/2019	Blain, Hunter	Telephonically attend portion of Debtor/Sackler meeting (3).	3.00	1,650.00
11/8/2019	Cubell, Michael B.	Telephonically attend portion of AHC member and Sackler Meeting regarding diligence and term sheet.	3.00	2,910.00
11/8/2019	Braun, David	Listen telephonically to portion of AHC mtg w/ Debtors and Sacklers (2.3).	2.30	1,943.50
11/8/2019	Kontorovich, Ilya	Discussions with J. Bessonette re: next steps on diligence and plan issues (3).	3.00	2,535.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/8/2019	Gange, Caroline	Prepare for AHC member and Sackler meeting (0.2), telephonically attend Debtor/Sackler meeting (4.3).	4.50	3,532.50
11/8/2019	Gange, Caroline	Review mark-up of stip w/ non-consenting states and other parties re information sharing (0.2) and draft issues list re same (1.4).	1.60	1,256.00
11/10/2019	Ringer, Rachael L.	Draft information sharing protocol (.9), review precedent re: same (.3).	1.20	1,200.00
11/10/2019	Blabey, David E.	Review emails re FTI sharing protocol (0.2).	0.20	196.00
11/11/2019	Eckstein, Kenneth H.	Follow-up w/ AHC professionals re meeting w/ Sackler, diligence (0.7).	0.70	945.00
11/11/2019	Ringer, Rachael L.	Call with AHC professionals re: Sackler diligence follow-up (.7). Emails with AHC professionals re: information sharing protocol, revise same (.5), discussion with S. Gilbert re: same (.3), emails with AHC members responding to questions on same (.3), emails with non-consenting states re: same (.3).	2.10	2,100.00
11/12/2019	Ringer, Rachael L.	Call with K. Eckstein re: case updates (.2), call with Motley Rice re: AHC follow-up diligence letter to Sacklers (.6).	0.80	800.00
11/12/2019	Khvatskaya, Mariya	Review tax structure for IAC sales.	0.20	169.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/14/2019	Greenberg, Mayer	Review tax structure materials (1.5) and internal discussion w/ KL tax team in preparation for tax meeting (0.3).	1.80	2,160.00
11/14/2019	Ringer, Rachael L.	Review/revise stipulation w/ Debtors (.8), calls with AHC members re: stipulation (.7).	1.50	1,500.00
11/15/2019	Stoopack, Helayne O.	Conf. call w/ KL tax team re: tax issues follow-up.	1.70	1,691.50
11/15/2019	Khvatskaya, Mariya	Prepare for (.9) and attend meeting w/ KL tax team re: tax structure of the sale of IACs (1.7).	2.60	2,197.00
11/16/2019	Blabey, David E.	Review draft of Sackler diligence letter (.2).	0.20	196.00
11/18/2019	Eckstein, Kenneth H.	Call w/ Motley re diligence letter request for additional docs (0.7); call w/ L. Singer re same (0.4); call w/ S. Gilbert [2x] and call w/ D. Molton re same (0.6).	1.70	2,295.00
11/18/2019	Eckstein, Kenneth H.	Review and comment on AHC stipulation with Debtors/Sacklers, o/c re same (0.6).	0.60	810.00
11/18/2019	Ringer, Rachael L.	Call with non-consenting states re: info sharing, updates (.2), revise case stipulation (.5).	0.70	700.00
11/18/2019	Stoopack, Helayne O.	Review slides re: tax liabilities (0.7), discuss prior tax meeting with M. Khvatskaya (0.2).	0.90	895.50
11/18/2019	Khvatskaya, Mariya	Discuss 11/15 Akin Gump tax meeting and related handouts w. H. Stoopack.	0.20	169.00





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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/19/2019	Khvatskaya, Mariya	Draft memo summarizing the 11/15 tax meeting at Akin Gump.	0.20	169.00
11/20/2019	Rosenbaum, Jordan M.	Review of transaction documents re IACs.	0.20	215.00
11/20/2019	Ringer, Rachael L.	Discussions with C. Gange re: Sackler diligence letter (.4), follow-up w/ L. Singer re: Sackler diligence letter (.5) follow-up with K. Eckstein re: Sackler diligence letter (0.2), review revised version of same (0.6), emails with L. Singer re: same (0.2).	1.90	1,900.00
11/20/2019	Greenberg, Mayer	Review handouts from Akin Gump tax meeting to consider for internal meeting.	0.80	960.00
11/20/2019	Stoopack, Helayne O.	Review tax analysis of sale transactions.	0.60	597.00
11/20/2019	Khvatskaya, Mariya	Continue drafting summary memo of the Akin Gump tax meeting.	0.50	422.50
11/20/2019	Gange, Caroline	Review/revise diligence letter to Sacklers and discussions w/ K. Eckstein and R. Ringer re same (2.6); review/revise diligence list (1.9).	4.50	3,532.50
11/21/2019	Rosenbaum, Jordan M.	Review of diligence documents (.6); review of FTI presentation re same (.8); prepare for upcoming meeting (.5).	1.90	2,042.50
11/21/2019	Eckstein, Kenneth H.	Call w/ co-counsel re Sackler diligence meeting and related pending matters (0.8).	0.80	1,080.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/21/2019	Ringer, Rachael L.	Review revised Sackler diligence letter, discussions with K. Eckstein and C. Gange re: same (.9), further discussions with K. Eckstein re: Sackler letter and discussions with C. Gange re: same (.4), revise same (.7), discussions with AHC representative re: diligence and numerous emails re: Sackler meetings (.7), finalize emails re: IAC issues (.3), finalize and send letter to Sacklers (1.0), call with K. Eckstein re: same (.3).	4.30	4,300.00
11/21/2019	Bessonette, John	Emails w/ KL team re diligence status and next steps (.3).	0.30	330.00
11/21/2019	Stoopack, Helayne O.	Emails w/ KL team. re: tax analysis.	1.20	1,194.00
11/21/2019	Blain, Hunter	Telephonically attended call with R. Ringer, K. Eckstein, C. Gange, and FTI regarding developments with IACs.	0.10	55.00
11/21/2019	Khvatskaya, Mariya	Draft a summary memo of the Akin Gump tax meeting (.7); organize a follow-up tax call (.1).	0.80	676.00
11/21/2019	Kontorovich, Ilya	Review diligence items (.2).	0.20	169.00
11/21/2019	Cubell, Michael B.	Review current data room index in Project Windsor data room (2.2); review Sackler follow-up letter and provide a mark-up (1.1); review Norton Rose IAC data room index (.4); review FTI deck re: diligence (.6).	4.30	4,171.00
11/21/2019	Gange, Caroline	Review/revise letter to Sacklers and attached diligence list (2).	2.00	1,570.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/22/2019	Rosenbaum, Jordan M.	Meeting with Debtors and Sacklers counsel re Sackler assets (3.5); review of diligence (.2); participate in portion of discussion with FTI, J. Bessonette and M. Cubell re same (.3).	4.00	4,300.00
11/22/2019	Eckstein, Kenneth H.	Meeting at Milbank re preliminary presentation by Sacklers on assets, trusts, etc. (3.5); c/w FTI re diligence issues (0.8).	4.30	5,805.00
11/22/2019	Ringer, Rachael L.	Prepare for and attend meeting with Milbank/Debevoise re: Sackler assets (3.5).	3.50	3,500.00
11/22/2019	Bessonette, John	Meeting with J. Rosenbaum and M. Cubell re Sackler diligence (.6); conference calls and emails w/ FTI and J. Rosenbaum re issues and transaction documents outline (1).	1.60	1,760.00
11/22/2019	Khvatskaya, Mariya	Revise memo summarizing the notes from the tax meeting on IACs at Akin Gump.	1.60	1,352.00
11/22/2019	Kontorovich, Ilya	Attend portions of presentation to AHC professionals group and others re: trust structure.	2.50	2,112.50
11/22/2019	Cubell, Michael B.	Telephonically attend Sackler asset meeting (3.5); follow up on meeting with FTI, J. Rosenbaum and J. Bessonette (1.0), prepare for same (0.3).	4.80	4,656.00
11/22/2019	Gange, Caroline	Review letter re Sackler diligence.	0.30	235.50
11/25/2019	Rosenbaum, Jordan M.	Meeting with FTI re diligence (1).	1.00	1,075.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/25/2019	Greenberg, Mayer	Review materials from Akin Gump tax meeting and M. Khvatskaya write-up of meeting (.8); call with FTI re tax materials and tax analysis (.3); follow up conversations with H. Stoopack and M. Khvatskaya (.4).	1.50	1,800.00
11/25/2019	Bessonette, John	Meeting with FTI re diligence (1).	1.00	1,100.00
11/25/2019	Ringer, Rachael L.	Revise information sharing agreement (.4).	0.40	400.00
11/25/2019	Stoopack, Helayne O.	Tc w/ Steve Joffe re tax diligence (.4), disc M. Khvatskaya, M. Greenberg, I. Kontorovich re: tax issues (1.5).	1.90	1,890.50
11/25/2019	Khvatskaya, Mariya	Review the current tax issues on sales of IACs (1.3); call with FTI to discuss the same; discuss the next steps (1.2).	2.50	2,112.50
11/25/2019	Gange, Caroline	Prepare information sharing protocol for UCC and Non-Consenting States.	1.20	942.00
11/25/2019	Cubell, Michael B.	Tax structuring call/meeting re: IACs (1.5), Prepare for discussions with KL corporate team and FTI re IAC diligence status and process forward (0.2), attend same meeting (1.0).	2.70	2,619.00
11/25/2019	Kontorovich, Ilya	Review due diligence request list (0.1), prep for KL corporate team meeting with FTI re diligence (0.6), attend same meeting (1.0), discussions with H. Stoopack, M. Khvatskaya, and M. Greenberg regarding tax issues (1.5).	3.20	2,704.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/26/2019	Gange, Caroline	Review/revise information sharing protocol (0.7); review Debtors' markup of AHC stipulation and prepare summary for clients (1.9).	2.60	2,041.00
<b>TOTAL</b>			<b>179.10</b>	<b>\$177,469.00</b>



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**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Bentley, Philip	Partner	31.40	\$36,895.00
Eckstein, Kenneth H.	Partner	61.60	83,160.00
Ringer, Rachael L.	Partner	51.40	51,400.00
Blabey, David E.	Counsel	65.20	63,896.00
Braun, David	Associate	0.60	507.00
Gange, Caroline	Associate	55.90	43,881.50
Khvatskaya, Mariya	Associate	1.10	929.50
Blain, Hunter	Law Clerk	36.40	20,020.00
Kane, Wendy	Paralegal	0.30	117.00
Minerva, Benjamin	Paralegal	1.50	600.00
<b>TOTAL FEES</b>		<b>305.40</b>	<b>\$301,406.00</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/1/2019	Ringer, Rachael L.	Emails with AHC professionals re: Akin questions (.4).	0.40	\$400.00
11/4/2019	Ringer, Rachael L.	Numerous emails with AHC professionals re: Akin requests for information (1.3).	1.30	1,300.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/7/2019	Eckstein, Kenneth H.	Meet at Otterbourg w/ co-counsel re Reimbursement Motion (2.0); review Fee Motion with R. Ringer and D. Blabey (0.9), prep for hearing on same (1.6).	4.50	6,075.00
11/7/2019	Ringer, Rachael L.	Discussions with K. Eckstein and D. Blabey re: draft Fee Motion (.9).	0.90	900.00
11/7/2019	Ringer, Rachael L.	Review/respond to Akin questions re: 2019/AHC reimbursement agreement (.7).	0.70	700.00
11/7/2019	Blabey, David E.	Meet with R. Ringer and K. Eckstein to discuss reply to fee assumption motion (.5).	0.50	490.00
11/8/2019	Eckstein, Kenneth H.	Call w/ UST re fee motion (0.5); c/w M. Huebner re Fee Motion (0.4); o/c re same (0.3).	1.20	1,620.00
11/8/2019	Blabey, David E.	Emails with AHC professionals re fee assumption reply brief.	0.10	98.00
11/9/2019	Blabey, David E.	Call with H. Blain re research issues for fee motion.	0.20	196.00
11/9/2019	Blain, Hunter	Discussion with D. Blabey regarding research re fee motion and defenses.	0.20	110.00
11/10/2019	Blabey, David E.	Discs/updates with H. Blain re fee letter assumption (0.2).	0.20	196.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/11/2019	Eckstein, Kenneth H.	Calls with KL team/AHC professionals re reimbursement objections (0.7); call w/ M. Huebner re same (0.3); call w/ S. Gilbert (0.4) re same; call w/ M. Cyganowski re UST discussions re same (0.4).	1.80	2,430.00
11/11/2019	Ringer, Rachael L.	Call with DPW re fee motion and follow up discs with K. Eckstein and D. Blabey (.8); attend portions of calls with K. Eckstein and AHC professionals re: reimbursement motion (1.0), prepare emails to A. Preis responding to questions (.5), further call with B. Kaminetzky re: prep for response on reimbursement motion (.4), numerous revisions to Akin email (.4), research re: precedent/legal issues for statement in support (.9), call with M. Cyganowski re: developments on same (.5), revise declaration outline (.8), draft bulletpoints to address UST issues (.4).	5.70	5,700.00
11/11/2019	Blabey, David E.	Call with DPW re fee motion and follow up discs with K. Eckstein and R. Ringer (.8); draft reply/statement in support (4).	4.80	4,704.00
11/11/2019	Khvatskaya, Mariya	Review emails among AHC re: fee motion.	0.40	338.00
11/11/2019	Gange, Caroline	Research re response to Fee Motion (2.1) and prepare outline re same (2.8); review outline of AHC declaration in support of response to Fee Motion (0.3) and begin draft re same (1.4).	6.60	5,181.00





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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/11/2019	Blain, Hunter	Research re: legal issues for reply to objections to reimbursement assumption motion (3.4).	3.40	1,870.00
11/12/2019	Eckstein, Kenneth H.	Call w/ co-counsel re Fee Motion (0.5); review and comment on objections to Fee Motion (1.2); conf call w/ UST re fee motion and issues (0.7); follow-up calls w/ D. Molton, M. Cyganowski, S. Gilbert re same (0.8); call w/ M. Huebner re fee motion issues, stipulation, pleading (1.4); revise outline of response (1.0).	5.60	7,560.00
11/12/2019	Ringer, Rachael L.	Attend call with UST re: fee motion (.7), review Fee Motion declaration outlines (1.5), review filed pleadings re: reimbursement agreement (1.4), draft email to AHC re: same (.7), numerous emails with AHC re: reimbursement information sharing (.9), call with DPW re: same and other case issues (1.2).	6.40	6,400.00
11/12/2019	Blabey, David E.	Draft and edit background (5) and legal argument (6.9) sections of reply brief re fee motion; call with AHC professionals re reply and fee letter (.9); review and comment on H. Blain memo re: research for same (.2), discussions with H. Blain regarding fee assumption (1.6).	14.60	14,308.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/12/2019	Blain, Hunter	Finalize memo for D. Blabey regarding reimbursement assumption (0.9), follow up discussions with D. Blabey re same (1.6), attend portion of call with AHC professionals and DPW regarding same (0.9), research regarding reimbursement of professionals' fees in comparable cases (0.4).	3.80	2,090.00
11/12/2019	Braun, David	Listen to portion of AHC professionals call re fee letter motion.	0.60	507.00
11/12/2019	Gange, Caroline	Review/outline objections to fee assumption motion (.9); call w/ AHC/Debtors re proposed order resolving the fee assumption motion (1.1); review relevant transcripts and research for statement in support of fee motion (4.5).	6.50	5,102.50
11/12/2019	Gange, Caroline	Review/revise outline for AHC Declaration (2.7).	2.70	2,119.50
11/13/2019	Bentley, Philip	Confs w/ K. Eckstein regarding fee assumption motion(0.3), discussions with K. Eckstein and D. Blabey re same (0.4), and conf call with DPW and AHC professionals re same (0.4), review fee assumption motion and objections (2.5); review and comment on AHC draft statement in support (1.5).	5.10	5,992.50
11/13/2019	Eckstein, Kenneth H.	Edit and revise Fee Motion Brief (4.7); call w/ Akin re same (0.3); call w/ DPW 2x re same (0.8); call w/ J. Uzzi re same (0.7).	6.50	8,775.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/13/2019	Ringer, Rachael L.	Emails/calls with DPW re next steps on fee motion (.6), call with AHC professionals re: next steps on declarations for Fee Motion (.5), follow-up call with DPW re: same (.7), revise supporting states joinder to Fee Motion, emails/discussion with C. Gange and K. Eckstein re: same (.6), revise portion of statement in support of Fee Motion (.7).	3.10	3,100.00
11/13/2019	Blabey, David E.	Draft reply brief to support fee assumption motion (8.1); call with DPW re for fee assumption motion (.4); disc strategy with R. Ringer and K. Eckstein (1); disc edits to reply with K. Eckstein (1.2) and R. Ringer (.4).	11.10	10,878.00
11/13/2019	Khvatskaya, Mariya	Review AHC update emails re: fee motion.	0.30	253.50
11/13/2019	Gange, Caroline	Draft/revise consenting states statement in support of fee letter (1.2); calls w/ AHC professionals re same (1.8); draft declaration in support of fee letter (4.2).	7.20	5,652.00
11/13/2019	Blain, Hunter	Research transcripts from other cases in connection with re Fee Motion (0.5), draft language regarding AHC members for Fee Motion response (2.4), revise citations for use in AHC reply to fee assumption objections (1.0).	3.90	2,145.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/14/2019	Eckstein, Kenneth H.	Extensive revisions to statement in support of Fee Motion (2.3); revise Declaration in support of Fee Motion (.5); c/w P. Bentley re same (0.3); call w/ AHC professionals re same (0.7); call w/ A. Preis re same (0.6); call w/ M. Huebner and S. Gilbert re same (0.5); follow-up review of Statement in Support and Declaration (2.5); call w/ DPW re Stip, and Fee Motion responses (0.7).	8.10	10,935.00
11/14/2019	Ringer, Rachael L.	Revise proposed order granting AHC fee assumption (.9), calls (x3) with K. Eckstein re: same (.4), review revised declaration in support of Fee Motion (1.4), call with DPW re: same (.3), revise statement in support of Fee Motion (.5), call with S. Gilbert re: declaration re same (.3).	3.80	3,800.00
11/14/2019	Bentley, Philip	Additional review and comment on draft statement in support of the fee motion (2.1), discussion with K. Eckstein re same (0.3), discussion with D. Blabey re same (0.7), attend call with S. Gilbert and other co-counsel re same (0.4) extensive edits to draft testimony (4.8), prepare emails to DPW and clients re same (0.4), discussion with K. Eckstein re same (0.2), call with DPW re same (0.3).	9.20	10,810.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/14/2019	Blabey, David E.	Edit reply brief to incorporate K. Eckstein comments (6.4); call with AHC professionals re same (.6); disc edits with K. Eckstein (.5) and review emails re edits and declaration (.3).	7.80	7,644.00
11/14/2019	Gange, Caroline	Revise Motion to exceed page limits (.9); edit AHC declaration in support of statement (3.9); calls w/ Debtors/AHC profs re fee assumption motion (2.2); review statement in support of Fee Letter (.6).	7.60	5,966.00
11/14/2019	Blain, Hunter	Draft motion to exceed page limit (1.5); research re same (0.2); meeting with C. Gange re same (0.1); revise motion to exceed page limit (0.6); cite check statement in support of fee assumption motion (1.9).	4.30	2,365.00
11/15/2019	Eckstein, Kenneth H.	Revise brief in support of Fee Motion (3.2); review Debtors' pleading re assuming fees (1.2); prep for hearing re fee motion (0.6); o/c with KL team re same (1.5).	6.50	8,775.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/15/2019	Ringer, Rachael L.	Numerous revisions to pleading re: AHC reimbursement agreement (2.0), follow-up discussions with K. Eckstein re: same (.7), further revise proposed order (.6), finalize draft for filing (2.1), finalize motion to exceed page limits (.6), discuss next steps re: oral argument with KL team (1.5), call with Akin re: reimbursement letter inquiries (.3), follow-up emails with KL team re: same (.3), review protective order, calls with DPW re: same (.7).	8.80	8,800.00
11/15/2019	Bentley, Philip	Review DPW's draft Reply to objections re fee assumption (0.4), review and comment on revised draft Statement in support of fee assumption (1.1), emails with KL team re Debtors' reply and AHC statement (0.3); review filed Reply and Statement re fee assumption (0.5).	2.30	2,702.50
11/15/2019	Blabey, David E.	Edit reply brief re fee assumption (4.8), discs with R. Ringer and K. Eckstein re same (0.3).	5.10	4,998.00
11/15/2019	Gange, Caroline	Review Statement in Support of Fee Letter and Motion to Exceed Page Limits (1.9); outline key objections in preparation for hearing on Fee Motion (2).	3.90	3,061.50



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/15/2019	Blain, Hunter	Finalize and summarize proposed revisions for statement in support of assumption of fees (0.7); edit motion to exceed page limit (0.1); review cited materials in statement in support of fee assumption (0.5); review statement in support of fee assumption (0.9); Discussion with R. Ringer regarding same (0.2).	2.40	1,320.00
11/15/2019	Kane, Wendy	Research re statement in support of Fee Motion (.2); confer w/ H. Blain re same (.1).	0.30	117.00
11/16/2019	Bentley, Philip	Emails with R. Ringer and S. Pohl re O'Connell dep.	0.50	587.50
11/16/2019	Blabey, David E.	Draft Fee Motion hearing notes (2.5).	2.50	2,450.00
11/16/2019	Blain, Hunter	Research regarding legal standards in preparation for hearing on assumption motion (1.2).	1.20	660.00
11/16/2019	Khvatskaya, Mariya	Review correspondence from R. Ringer re: Fee Letter assumption motion and stipulation.	0.40	338.00
11/16/2019	Gange, Caroline	Review objections to Fee Letter Assumption motion and prepare summary chart of objections and AHC responses.	4.60	3,611.00
11/17/2019	Eckstein, Kenneth H.	Prep for fee letter hearing (3.4); call w/ Arik Preis [2x] re fee letter (0.5); call w/ M. Cyganowski, S. Gilbert re same (0.6); call w/ R. Ringer re same (0.4).	4.90	6,615.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/17/2019	Ringer, Rachael L.	Review/revise chart summary for objections (.5), emails with professionals re: fee application hearing prep (.6), call with K. Eckstein re: same (.4).	1.50	1,500.00
11/17/2019	Blabey, David E.	Draft hearing notes for K. Eckstein.	1.20	1,176.00
11/17/2019	Gange, Caroline	Review research for fee assumption motion (.4); revise objection summary chart (1.7).	2.10	1,648.50
11/17/2019	Gange, Caroline	Review notes/outline re Fee Hearing.	2.20	1,727.00
11/18/2019	Bentley, Philip	Attend O'Connell deposition regarding fee motion (7.7), prep for same (0.6), prepare notes re same (0.3), and confs Kaminetsky/Cardillo re same (0.3) and K. Eckstein/R. Ringer/D. Blabey re same and hearing prep (0.8).	9.70	11,397.50
11/18/2019	Ringer, Rachael L.	Review/prepare revised talking points for fee application hearing (1.0), discussions with K. Eckstein re: same (.5), further prep with K. Eckstein for hearing (2.0), follow-up research re: same (1.5), calls with AHC professionals re: same (1.4).	6.40	6,400.00
11/18/2019	Eckstein, Kenneth H.	Call w/ M. Cyganowski re Fee Motion (0.5); call w/ M. Huebner, S. Gilbert (0.4); call Arik Pries re same (0.3); review oral argument, outline, o/c with KL team re same (3.5); review O'Connell deposition transcript (1.5).	6.20	8,370.00





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**Assumption and Rejection of Leases and Contracts**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/18/2019	Blabey, David E.	Draft and revise talking points for hearing on Fee Motion (6.7); disc hearing notes and depo with K. Eckstein, P. Bentley, and R. Ringer (1); further edits to hearing notes and research for same (2.1); listen to portions of O'Connell depo and emails to K. Eckstein, R. Ringer, and P. Bentley re same (3.1).	12.90	12,642.00
11/18/2019	Gange, Caroline	Telephonically attend portion of O'Connell depo (3.9); prepare summary of portions of same (1.1); prepare timeline of events for Fee Hearing (.9).	5.90	4,631.50
11/18/2019	Blain, Hunter	Review deposition notice to J. O'Connell (0.1), listen live to deposition of J. O'Connell and take notes (6.2), summarize notes from deposition (1.1), gather hearing documents for K. Eckstein and R. Ringer (0.6), research cases from brief in support of fee assumption motion (3.4).	11.40	6,270.00
11/18/2019	Minerva, Benjamin	Serve Motion to Exceed Page Limits and Statement in Support of Fee Assumption (1.5).	1.50	600.00
11/19/2019	Ringer, Rachael L.	Prepare for hearing re: adjourned second days, AHC assumption motion (2.0), attend hearing re: same (4.3), follow-up discussions with K. Eckstein re: same (1.3).	7.60	7,600.00



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**Assumption and Rejection of Leases and Contracts**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/19/2019	Eckstein, Kenneth H.	Attend court hearing re Fee Letter, assumption motion (4.3); prep for hearing (1.0), review material re same (2.7).	8.00	10,800.00
11/19/2019	Bentley, Philip	Listen to hearing on motion to assume (4.3), and discs. K. Eckstein and D. Blabey re same (0.3).	4.60	5,405.00
11/19/2019	Blabey, David E.	Emails with K. Eckstein re fee assumption hearing notes and case law (.3); edit notes (1.4); listen to portions of fee assumption hearing and exchange contemporaneous emails with team re same (2).	3.70	3,626.00
11/19/2019	Gange, Caroline	Prep for fee assumption hearing (0.7), telephonically attend same hearing (4.3); draft summary of same and discussions w/ R. Ringer and K. Eckstein re same (1.6).	6.60	5,181.00
11/19/2019	Blain, Hunter	Telephonically attend hearing regarding assumption of the fees by the debtor and take extensive notes (4.5); summarize portions of the fee application hearing for AHC update (0.8).	5.30	2,915.00
11/19/2019	Blain, Hunter	Prepare cases in prep for fee motion hearing (0.4); emails with KL team re same (0.1).	0.50	275.00
11/20/2019	Eckstein, Kenneth H.	Review order granting Fee Motion, comment on same; o/c re same (0.8); call w/ Brown Rudnick and M. Cyganowski re same (0.5); correspond w/ DPW re same (0.3).	1.60	2,160.00



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**Assumption and Rejection of Leases and Contracts**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/20/2019	Ringer, Rachael L.	Review revised proposed order granting Fee Motion (.4).	0.40	400.00
11/20/2019	Blabey, David E.	Review Debtors' revised proposed order granting Fee Motion and exchange emails with R. Ringer and AHC professionals re same (0.5).	0.50	490.00
11/21/2019	Eckstein, Kenneth H.	Review order granting Fee Motion (.5), correspond re same w/ Akin, DPW, co-counsel (1.2).	1.70	2,295.00
11/22/2019	Eckstein, Kenneth H.	Review Fee Motion transcript and order (.3), c/w M. Huebner, re same (0.4); correspond w/ client, co-counsel re same (0.4).	1.10	1,485.00
11/24/2019	Ringer, Rachael L.	Revise order re: AHC fee motion (.3), emails with AHC professionals re: same (.4), further revisions to same (.4).	1.10	1,100.00
11/25/2019	Eckstein, Kenneth H.	Call w/ DPW re fee order (0.4); review fee hearing transcript and review draft order (.8); correspond with AHC professionals re same; o/c re same (.5); call w/ A. Preis re fee order issues [2x] (0.4).	2.10	2,835.00
11/25/2019	Ringer, Rachael L.	Numerous emails with AHC team re: assumption order (1.1), discussions with K. Eckstein re: same (.5), call with AHC professionals re: same (.6), call with M. Huebner re: same (.4), emails with Akin re: same (.4), call with M. Cyganowski re: assumption order (.3).	3.30	3,300.00



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**Assumption and Rejection of Leases and Contracts**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/26/2019	Eckstein, Kenneth H.	Calls w/ AHC professionals re fee order (.5), review comments re same (.2), review Fee Hearing transcript (.3), follow-up re same w/ Akin, DPW, co-counsel, R. Ringer (.8).	1.80	2,430.00
<b>TOTAL</b>			<b>305.40</b>	<b>\$301,406.00</b>



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**Business Operations**

**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Ringer, Rachael L.	Partner	2.30	\$2,300.00
Braun, David	Associate	0.20	169.00
Gange, Caroline	Associate	12.10	9,498.50
Blain, Hunter	Law Clerk	4.30	2,365.00
<b>TOTAL FEES</b>		<b>18.90</b>	<b>\$14,332.50</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/1/2019	Ringer, Rachael L.	Call with A. Preis re: wages/other updates (.4), call with DPW/UCC re: OCPs (.6).	1.00	\$1,000.00
11/1/2019	Gange, Caroline	Call w/ UCC/DPW re OCP motion (.6); prepare proposal for Debtors re OCP order and discussions w/ R. Ringer re same (3.3).	3.90	3,061.50
11/4/2019	Ringer, Rachael L.	Emails with Akin re: OCP comments (.4).	0.40	400.00
11/5/2019	Gange, Caroline	Attend 341 meeting (0.9); prepare email update for clients re same (1.6); review Debtors' retention apps and other filings (1.6); draft summary update of Debtors' retention apps (2.1).	6.20	4,867.00
11/5/2019	Braun, David	Confer with R. Ringer, C. Gange and H. Blain re 341 meeting and next steps (.2).	0.20	169.00



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**Business Operations**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/5/2019	Blain, Hunter	Attend 341 meeting (0.9), meeting with R. Ringer, D. Braun, and C. Gange re 341 conference (0.3); review/revise summary of 341 meeting (0.2); further confer with C. Gange and D. Braun re 341 conference (0.1); summarize retention applications from Debtors' professionals (1.8).	3.30	1,815.00
11/6/2019	Blain, Hunter	Summarize retention applications from Debtors' and UCC professionals for AHC update (1).	1.00	550.00
11/6/2019	Gange, Caroline	Review UCC retention apps and revise summary chart (2.0).	2.00	1,570.00
11/10/2019	Ringer, Rachael L.	Emails with Akin re: OCP order and edits (.5).	0.50	500.00
11/21/2019	Ringer, Rachael L.	Review revised cash management order (.2).	0.20	200.00
11/25/2019	Ringer, Rachael L.	Call with A. Preis re: wages (.2).	0.20	200.00
<b>TOTAL</b>			<b>18.90</b>	<b>\$14,332.50</b>



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**Case Administration**

**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Eckstein, Kenneth H.	Partner	11.00	\$14,850.00
Ringer, Rachael L.	Partner	23.50	23,500.00
Blabey, David E.	Counsel	1.90	1,862.00
Braun, David	Associate	0.20	169.00
Gange, Caroline	Associate	7.40	5,809.00
Khvatskaya, Mariya	Associate	0.10	84.50
Blain, Hunter	Law Clerk	4.70	2,585.00
Minerva, Benjamin	Paralegal	10.60	4,240.00
<b>TOTAL FEES</b>		<b>59.40</b>	<b>\$53,099.50</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/1/2019	Ringer, Rachael L.	Call with DPW re: protective order (.5), call with DPW re: protective order (.2).	0.70	\$700.00
11/1/2019	Blain, Hunter	Review correspondence from R. Ringer regarding updates to action items for AHC (0.2).	0.20	110.00
11/1/2019	Gange, Caroline	Call w/ DPW re PO (.5); revise update email to AHC re case updates, PO (.9).	1.40	1,099.00



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**Case Administration**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/2/2019	Blain, Hunter	Review correspondence from R. Ringer and AHC members re protective order.	0.20	110.00
11/3/2019	Ringer, Rachael L.	Call with DPW and AHC members re: protective order (.8), follow-up with DPW re: same (.3), follow-up with AHC members re: same (.5), emails with KL team and AHC professionals re: same (.5), corr. with K. Eckstein re: same (.2).	2.30	2,300.00
11/3/2019	Blabey, David E.	Call with DPW and AGs re protective order.	1.00	980.00
11/4/2019	Ringer, Rachael L.	Emails with KL team re: protective order (.5), call with DPW re: same (.7), further call with E. Vonnegut (.3), draft email to AHC members re: protective order (.4).	1.90	1,900.00
11/4/2019	Blabey, David E.	Call with DPW and other case parties re protective order (.7); review and comment on email to clients re protective order (.2).	0.90	882.00
11/4/2019	Gange, Caroline	Emails w/ KL team re upcoming dates/status (0.3).	0.30	235.50
11/4/2019	Blain, Hunter	Review case updates from D. Braun (0.3); review informational brief (0.4).	0.70	385.00
11/4/2019	Minerva, Benjamin	Update KL team calendar invitations re: upcoming dates (0.3); emails with C. Gange and R. Ringer re: same (0.2); update internal records re: court filings (0.4); calls with courtcall re: 11/06 hearing line (0.3); emails with KL team re: same (0.2).	1.40	560.00





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**Case Administration**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/5/2019	Eckstein, Kenneth H.	Call w/ K. Maclay - Muni Ad Hoc re case status and related issues (0.4).	0.40	540.00
11/5/2019	Eckstein, Kenneth H.	Call w/ M. Huebner re case status w/ UCC, non-consenting States, hearing agenda (0.8).	0.80	1,080.00
11/5/2019	Ringer, Rachael L.	Coordinate responses to Akin questions re: AHC composition, by-laws (1.6), emails with K. Eckstein re: same (.7).	2.30	2,300.00
11/5/2019	Braun, David	Emails w/ J. Bessonette re case background (.2).	0.20	169.00
11/5/2019	Minerva, Benjamin	Update internal records re: court filings (0.4); Prepare telephonic device order (0.3); emails and calls with R Ringer and courtroom deputy re: same (0.3).	1.00	400.00
11/6/2019	Khvatskaya, Mariya	Review case updates.	0.10	84.50
11/6/2019	Minerva, Benjamin	Update internal records re: court filings.	0.40	160.00
11/7/2019	Ringer, Rachael L.	Attend call with DPW and creditors re: protective order (1.2), discussions with K. Eckstein re: same (.2), further emails with AHC professionals re: same (.7).	2.10	2,100.00
11/7/2019	Gange, Caroline	Call w/ DPW and non-consenting creditors re PO (1.2); prepare summary re same (.9).	2.10	1,648.50
11/8/2019	Minerva, Benjamin	Calls and emails with Veritext and KL team re: 11/06 hearing transcript.	0.30	120.00



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**Case Administration**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/9/2019	Blain, Hunter	Review new version of protective order and summarize significant additions, removals, or changes.	3.60	1,980.00
11/10/2019	Ringer, Rachael L.	Emails with AHC professionals re: Akin follow-up questions (.4).	0.40	400.00
11/11/2019	Eckstein, Kenneth H.	Review materials re NDA (0.4).	0.40	540.00
11/11/2019	Ringer, Rachael L.	Review protective order (0.3), calls with DPW re: same (0.4).	0.70	700.00
11/11/2019	Minerva, Benjamin	Update internal records re: court filings (0.2); emails and calls with Veritext re: 11/6 hearing transcript (0.2).	0.40	160.00
11/12/2019	Ringer, Rachael L.	Emails with Akin re: confidentiality issues (.2).	0.20	200.00
11/12/2019	Minerva, Benjamin	Coordinate request for 11/06 hearing transcript (0.4); update internal records re: court filings (0.2); emails with C. Gange re: 9/17, 10/10 and 10/11 hearing transcripts (0.2).	0.80	320.00
11/13/2019	Minerva, Benjamin	Update internal records re: court filings (Motion to Assume Prepetition Reimbursement Agreement) (0.7); update KL team calendar invitations (0.1).	0.80	320.00
11/14/2019	Ringer, Rachael L.	Review/revise protective order (.9), draft email to AHC re: same (.3).	1.20	1,200.00
11/14/2019	Minerva, Benjamin	Update internal records re: court filings (0.2); prepare electronic device form for 11/19 hearing (0.2).	0.40	160.00



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**Case Administration**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/15/2019	Gange, Caroline	Call w/ DPW re protective order (.3); call w/ UCC re AHC By-Laws (.6).	0.90	706.50
11/15/2019	Minerva, Benjamin	Update KL team calendar (0.3); file motion to exceed page limit and statement in support (0.8); update internal records re: court filings (0.4); emails with P. Bentley and TSG re: Purdue Ad Hoc Committee Professionals macro (0.2).	1.70	680.00
11/17/2019	Ringer, Rachael L.	Revise protective order (1.4).	1.40	1,400.00
11/18/2019	Ringer, Rachael L.	Emails with AHC professionals re: recently filed pleadings and by-laws (.4), emails with AHC members re: same (.3).	0.70	700.00
11/18/2019	Minerva, Benjamin	Prepare electronic device order for 11/19 hearing (0.4); calls with courtcall re: 11/19 listen line (0.3); prepare and file affidavit of service (0.6); update internal records re: court filings (0.3).	1.60	640.00
11/20/2019	Ringer, Rachael L.	Draft agenda for AHC call (.2).	0.20	200.00
11/20/2019	Gange, Caroline	Case catch up meetings w/ R. Ringer and H. Blain (1.3).	1.30	1,020.50
11/20/2019	Minerva, Benjamin	Update internal records re: court filings.	0.20	80.00
11/21/2019	Eckstein, Kenneth H.	C/w R. Ringer re PO, Stip (0.7); call w/ States re PO issue (0.4).	1.10	1,485.00
11/21/2019	Minerva, Benjamin	Update and organize internal records re: court filings.	0.50	200.00



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**Case Administration**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/22/2019	Ringer, Rachael L.	Emails with DPW re: protective order (.2).	0.20	200.00
11/22/2019	Minerva, Benjamin	Emails with KL team and Veritext re: 11/19 hearing transcript.	0.30	120.00
11/23/2019	Ringer, Rachael L.	Emails with S. Gilbert re: protective order (.5).	0.50	500.00
11/25/2019	Ringer, Rachael L.	Calls/emails with AHC members re: protective order (.6), further call with AHC members re: same (1.0), call with DPW re: protective order (.6), call with G. Feiner re: coordination (.3), call with AHC professionals re: protective order issues (.8).	3.30	3,300.00
11/25/2019	Eckstein, Kenneth H.	Call w/ clients re protective order issues (0.8); review draft PO, comment re same (0.6); o/c R. Ringer re same (0.3); call w/ J. Uzzi re PO issues (0.4); follow-up call w/ clients re same (0.5).	2.60	3,510.00
11/25/2019	Minerva, Benjamin	Update internal records re: court filings (0.5); register new check request for 11/19 hearing transcript (0.2); add H. Blain to outlook invitations (0.1).	0.80	320.00
11/26/2019	Ringer, Rachael L.	Numerous emails and calls with AHC professionals and DPW re: protective order (1.5), revise protective order (.3).	1.80	1,800.00
11/26/2019	Eckstein, Kenneth H.	Review protective order (.6), comments, correspond w/ AHC professionals re same (.7); call w/ DPW (0.7).	2.00	2,700.00



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**Case Administration**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/26/2019	Gange, Caroline	Call w/ AHC re protective order (1) and follow up w/ R. Ringer re same (0.4).	1.40	1,099.00
11/27/2019	Ringer, Rachael L.	Call with Milbank re: protective order (.5), follow-up with K. Eckstein re: same (.2), call with AHC members re: PO, follow-up with K. Eckstein re: same (.8), call with DPW re: same (.7), review revised order (.4), numerous emails and calls with DPW/all creditors re: next steps (1.0).	3.60	3,600.00
11/27/2019	Eckstein, Kenneth H.	Call w/ some AHC members re PO issues (0.4); call w/ DPW re PO issues (0.5); review revised draft of protective order; c/w R. Ringer re same (0.6); correspond w/ J. Uzzi re same(0.3).	1.80	2,430.00
11/29/2019	Eckstein, Kenneth H.	Call w/ Jerry Uzzi re PO issues (0.6); call w/ R. Ringer re follow-up on PO (0.3); correspond w/ clients re PO (0.4); review correspondence re developing case issues (0.6).	1.90	2,565.00
<b>TOTAL</b>			<b>59.40</b>	<b>\$53,099.50</b>



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### Claims Analysis

#### PROFESSIONAL SERVICES SUMMARY

TIMEKEEPER	TITLE	HOURS	FEES
Bentley, Philip	Partner	0.20	\$235.00
Ringer, Rachael L.	Partner	1.30	1,300.00
Blabey, David E.	Counsel	3.30	3,234.00
Gange, Caroline	Associate	4.80	3,768.00
Blain, Hunter	Law Clerk	0.60	330.00
<b>TOTAL FEES</b>		<b>10.20</b>	<b>\$8,867.00</b>

#### PROFESSIONAL SERVICES DETAIL

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/21/2019	Bentley, Philip	Review KL and co-counsel emails re bar date motion and other case updates.	0.20	\$235.00
11/21/2019	Ringer, Rachael L.	Call with DPW re: proof of claim process/bar dates (0.7), review documents re same (0.2).	0.90	900.00
11/21/2019	Blabey, David E.	Call with DPW re bar date.	0.70	686.00
11/21/2019	Gange, Caroline	Call w/ Debtors re bar date/POC process (.9) and follow up w/ R. Ringer; (.7); prepare update email for AHC re same (.4).	2.00	1,570.00
11/25/2019	Ringer, Rachael L.	Call with AHC professionals re: bar date (.4).	0.40	400.00



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**Claims Analysis**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/25/2019	Blabey, David E.	Call with AHC professionals re bar date motion (.3) and call with DPW re same (.6).	0.90	882.00
11/25/2019	Blain, Hunter	Telephonically attend call with AHC professionals regarding the bar date motion.	0.40	220.00
11/25/2019	Gange, Caroline	Call w/ AHC professionals re Bar Date Motion (0.4) and prepare summary of same (1.0).	1.40	1,099.00
11/26/2019	Blabey, David E.	Call with K. McClay re proofs of claim (.5); review government POC form (.3).	0.80	784.00
11/26/2019	Blain, Hunter	Summarize parts of AHC professionals meeting regarding bar date.	0.20	110.00
11/26/2019	Gange, Caroline	Review debtors' bar date materials (0.6) and prepare update email for AHC re same (0.8).	1.40	1,099.00
11/27/2019	Blabey, David E.	Call with AHC professionals and Davis Polk re bar date (0.7), emails with AHC professionals re same (0.2).	0.90	882.00
<b>TOTAL</b>			<b>10.20</b>	<b>\$8,867.00</b>



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**Employment and Fee Applications**

**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Ringer, Rachael L.	Partner	1.20	\$1,200.00
Gange, Caroline	Associate	10.30	8,085.50
Blain, Hunter	Law Clerk	7.60	4,180.00
Minerva, Benjamin	Paralegal	4.50	1,800.00
<b>TOTAL FEES</b>		<b>23.60</b>	<b>\$15,265.50</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/4/2019	Ringer, Rachael L.	Revise FTI engagement letter (.3), further revise same, emails with FTI re: same (.4).	0.70	\$700.00
11/13/2019	Ringer, Rachael L.	Emails with KL team re: UCC retention applications (.5).	0.50	500.00
11/21/2019	Blain, Hunter	Attend portion of call with R. Ringer, C. Gange, and other AHC professionals regarding billing procedures.	0.50	275.00
11/21/2019	Gange, Caroline	Calls w/ AHC profs re fee apps and discussions w/ R. Ringer and H. Blain re same (1).	1.00	785.00
11/25/2019	Blain, Hunter	Review Sept/Oct fee statements for privilege/confidentiality issues and UST guidelines compliance.	4.40	2,420.00
11/25/2019	Gange, Caroline	Prepare bills for monthly fee statements.	1.20	942.00





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**Employment and Fee Applications**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/26/2019	Gange, Caroline	Review invoices for privilege/confidentiality issues and UST guidelines compliance in preparation for first monthly fee statement.	2.40	1,884.00
11/26/2019	Blain, Hunter	Further review Sept/Oct bills (1.6), confer with M. Khvatskaya regarding same (0.1), coordinate with J. Hagen and C. Gange re internal logistics (0.2), draft email to KL professionals regarding billing guidelines (0.3).	2.20	1,210.00
11/26/2019	Minerva, Benjamin	Prepare September/October fee statement (2.1); emails with C. Gange, H. Blain and billing re: same (0.3).	2.40	960.00
11/27/2019	Gange, Caroline	Review Gilbert's fee statement (1.2); emails w/ Gilbert re same (0.2); review/revise first monthly fee statement (3.8); emails w/ H. Blain re same (0.3); emails w/ AHC profs re same (0.2).	5.70	4,474.50
11/27/2019	Blain, Hunter	Review September/October bill for Fee Statement (0.4), correspond with Gilbert and C. Gange regarding necessary billing practices for fee application (0.1).	0.50	275.00
11/27/2019	Minerva, Benjamin	Prepare September/October fee statement (1.8); calls and emails with C. Gange, H. Blain and billing re: same (0.3).	2.10	840.00
<b>TOTAL</b>			<b>23.60</b>	<b>\$15,265.50</b>



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## Emergency Financing

### PROFESSIONAL SERVICES SUMMARY

TIMEKEEPER	TITLE	HOURS	FEES
Eckstein, Kenneth H.	Partner	2.00	\$2,700.00
Ringer, Rachael L.	Partner	3.00	3,000.00
Gange, Caroline	Associate	0.90	706.50
<b>TOTAL FEES</b>		<b>5.90</b>	<b>\$6,406.50</b>

### PROFESSIONAL SERVICES DETAIL

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/5/2019	Ringer, Rachael L.	Emails with AHC members re: Emergency Relief Fund (.5).	0.50	\$500.00
11/12/2019	Eckstein, Kenneth H.	Conf call w/ AHC members re Emergency fund issues (0.7).	0.70	945.00
11/12/2019	Ringer, Rachael L.	Attend pre-call with AHC members re: emergency relief fund (.5).	0.50	500.00
11/12/2019	Ringer, Rachael L.	Call with M. Cyganowski re: ERF call (.2), call with DPW/Akin/creditors re: ERF (.9).	1.10	1,100.00
11/12/2019	Gange, Caroline	Call w/ Debtors/UCC re emergency fund (.9).	0.90	706.50
11/17/2019	Eckstein, Kenneth H.	Correspondence with AHC professionals re emergency fund (0.6).	0.60	810.00
11/18/2019	Ringer, Rachael L.	Call with AHC members re: emergency fund (.9).	0.90	900.00



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**Emergency Financing**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/18/2019	Eckstein, Kenneth H.	Strategize re emergency fund (.2), call w/ AHC professionals re same (0.5).	0.70	945.00
<b>TOTAL</b>			<b>5.90</b>	<b>\$6,406.50</b>



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## Litigation

### PROFESSIONAL SERVICES SUMMARY

TIMEKEEPER	TITLE	HOURS	FEES
Eckstein, Kenneth H.	Partner	4.90	\$6,615.00
Ringer, Rachael L.	Partner	5.80	5,800.00
Blabey, David E.	Counsel	0.50	490.00
Braun, David	Associate	1.90	1,605.50
Gange, Caroline	Associate	4.50	3,532.50
Kontorovich, Ilya	Associate	2.20	1,859.00
Blain, Hunter	Law Clerk	4.70	2,585.00
<b>TOTAL FEES</b>		<b>24.50</b>	<b>\$22,487.00</b>

### PROFESSIONAL SERVICES DETAIL

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/5/2019	Eckstein, Kenneth H.	Prep for PI hearing (0.5).	0.50	\$675.00
11/6/2019	Eckstein, Kenneth H.	Correspond w/ M. Huebner, G. Uzzi re injunction (0.6); prep for and attend hearing re injunction (3.4).	4.00	5,400.00
11/6/2019	Eckstein, Kenneth H.	C/w R. Ringer re stay protocol (0.4).	0.40	540.00
11/6/2019	Ringer, Rachael L.	Prepare for hearing re: stay extension (1.7), numerous discussions with K. Eckstein re: same (0.4), attend hearing re: stay extension (3.4).	5.50	5,500.00



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# **Litigation**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/6/2019	Blabey, David E.	Attend by phone portions of Purdue omnibus hearing regarding stay.	0.50	490.00
11/6/2019	Blain, Hunter	Teleconference into preliminary injunction hearing and take extensive notes for AHC summary (2.4), discuss same with C. Gange (0.1), summarize notes of 11/6 injunction hearing for publication to AHC (2.2).	4.70	2,585.00
11/6/2019	Braun, David	Listen telephonically to prelim injunction hearing.	1.90	1,605.50
11/6/2019	Kontorovich, Ilya	Telephonically attend preliminary injunction hearing.	2.20	1,859.00
11/6/2019	Gange, Caroline	Telephonically attend preliminary injunction hearing (2.4), draft summary of same (1.9).	4.30	3,375.50
11/9/2019	Gange, Caroline	Review summaries of revised PI order.	0.20	157.00
11/11/2019	Ringer, Rachael L.	Draft summary of changes to voluntary injunction (.3)	0.30	300.00
<b>TOTAL</b>			<b>24.50</b>	<b>\$22,487.00</b>



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**Meetings and Communications with Ad-Hoc Committee & Creditors**

**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Eckstein, Kenneth H.	Partner	8.50	\$11,475.00
Greenberg, Mayer	Partner	1.00	1,200.00
Ringer, Rachael L.	Partner	23.60	23,600.00
Blabey, David E.	Counsel	2.30	2,254.00
Braun, David	Associate	1.70	1,436.50
Gange, Caroline	Associate	15.40	12,089.00
Kontorovich, Ilya	Associate	3.90	3,295.50
Blain, Hunter	Law Clerk	6.60	3,630.00
<b>TOTAL FEES</b>		<b>63.00</b>	<b>\$58,980.00</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/1/2019	Ringer, Rachael L.	Draft email for AHC re: case updates, protective order (1.2), further emails with AHC re: same (.2).	1.40	\$1,400.00
11/4/2019	Ringer, Rachael L.	Call with Non-Consenting States re: protective order (.2).	0.20	200.00
11/6/2019	Eckstein, Kenneth H.	C/w AHC professionals re pending issues and prep for AHC call (0.7).	0.70	945.00



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**Meetings and Communications with Ad-Hoc Committee & Creditors**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/6/2019	Ringer, Rachael L.	Draft lengthy email updates to clients re: AHC call agenda, 341 meeting, PO updates, voluntary injunction (1.1).	1.10	1,100.00
11/6/2019	Gange, Caroline	Review/summarize 11/5 docket updates (0.4); prepare update email (1.2).	1.60	1,256.00
11/7/2019	Ringer, Rachael L.	Prepare for AHC call re: case updates and stipulations (.4) and attend same AHC call (1.1).	1.50	1,500.00
11/7/2019	Eckstein, Kenneth H.	AHC conf call re agenda for Sackler meeting (1.1).	1.10	1,485.00
11/7/2019	Blabey, David E.	Attend portion of weekly AHC call (.6).	0.60	588.00
11/7/2019	Blain, Hunter	Prepare for teleconference call with AHC regarding case updates and stipulations (0.1), attend same AHC call (1.1) and summarize notes from call (0.2).	1.40	770.00
11/7/2019	Braun, David	Participate in AHC conf. call (1.1).	1.10	929.50
11/7/2019	Kontorovich, Ilya	Prepare for AHC conference call regarding case updates and stipulations (0.3), attend same call (1.1).	1.40	1,183.00
11/7/2019	Gange, Caroline	Attend AHC weekly call (1.1); prepare update summary/case update email for AHC (1.3).	2.40	1,884.00
11/8/2019	Ringer, Rachael L.	Draft update for AHC re: examiner letter (1.1).	1.10	1,100.00



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**Meetings and Communications with Ad-Hoc Committee & Creditors**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/8/2019	Gange, Caroline	Review letter to UST re appointment of examiner (0.2) and draft summary re same (1.6).	1.80	1,413.00
11/11/2019	Ringer, Rachael L.	Prepare for (.5) and attend call with AHC re: fee letter and updates on stipulation (.8).	1.30	1,300.00
11/11/2019	Blabey, David E.	Attend portion of call with AHC professionals re fee letter (.2).	0.20	196.00
11/11/2019	Blain, Hunter	Attend call among AHC professionals regarding assumption motion (0.8).	0.80	440.00
11/11/2019	Gange, Caroline	Prep for (.2) and participate in AHC professionals call re Fee Assumption (.8).	1.00	785.00
11/11/2019	Gange, Caroline	Review UCC's 1103 motion and prepare summary for AHC (.6).	0.60	471.00
11/12/2019	Ringer, Rachael L.	Call with supporting states re: case updates (.7), attend Purdue professionals call re: updates and next steps (1.0).	1.70	1,700.00
11/12/2019	Ringer, Rachael L.	Call with AHC member re: case updates/questions (.3).	0.30	300.00
11/12/2019	Gange, Caroline	Call w/ AHC professionals re status (1); review info sharing protocols (.7).	1.70	1,334.50
11/13/2019	Ringer, Rachael L.	Call with AHC professionals re: next steps on plan/RSA and prepare for AHC call (.6), draft email to AHC, follow-up re: same (.3), prepare for (0.4) and attend/lead AHC call (0.6), draft email to AHC members re: confidentiality issues (.6).	2.50	2,500.00





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**Meetings and Communications with Ad-Hoc Committee & Creditors**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/13/2019	Eckstein, Kenneth H.	O/c with AHC professionals and KL team re all case issues (1.3).	1.30	1,755.00
11/13/2019	Eckstein, Kenneth H.	Ad Hoc Committee conf call re fee motion (0.6), prepare for same (0.5).	1.10	1,485.00
11/13/2019	Ringer, Rachael L.	Multiple calls with AHC members re; next steps on Fee Motion (.8).	0.80	800.00
11/13/2019	Braun, David	Telephonically attend AHC member conference call regarding fee assumption.	0.60	507.00
11/13/2019	Gange, Caroline	Telephonically attend update call with AHC re Fee Motion (0.6) and prepare summary of same (1.5).	2.10	1,648.50
11/13/2019	Blain, Hunter	Telephonically attend portion of AHC member conference call regarding fee motion (0.4); summarize AHC call (0.2), coordinate with C. Gange re same (0.1).	0.70	385.00
11/15/2019	Ringer, Rachael L.	Prepare for AHC call regarding fee assumption stipulation and other case issues (0.2) attend same call (1.1).	1.30	1,300.00
11/15/2019	Blain, Hunter	Telephonically attend portion of AHC conference call re fee assumption and related issues (1.0).	1.00	550.00
11/15/2019	Gange, Caroline	Telephonically attend call w/ AHC re fee assumption motion and related issues/updates (1.1).	1.10	863.50



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**Meetings and Communications with Ad-Hoc Committee & Creditors**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/16/2019	Ringer, Rachael L.	Call with AHC members re: protective order (.8), follow-up emails with AHC team re: same and other updates (.5).	1.30	1,300.00
11/18/2019	Eckstein, Kenneth H.	Call w/ AHC Working Group re case issues and next steps, including UCC proposals, related issues (1.0).	1.00	1,350.00
11/20/2019	Greenberg, Mayer	Participate in AHC update call re tax issues.	1.00	1,200.00
11/20/2019	Eckstein, Kenneth H.	AHC advisors call re hearing, next step, PO, diligence (1.0); prep for (.6) and co-lead AHC update call (.7).	2.30	3,105.00
11/20/2019	Ringer, Rachael L.	Prepare for (.2), and attend professionals call re: next steps in case (1.0), attend/ and co-lead AHC call (.7).	1.90	1,900.00
11/20/2019	Blabey, David E.	Attend ad hoc committee call (.7).	0.70	686.00
11/20/2019	Kontorovich, Ilya	Attend ad hoc committee call (.7) and follow up w/ KL corporate team re same (.3).	1.00	845.00
11/20/2019	Gange, Caroline	Participate in portion of AHC call and review summary re same (.7); prepare for call with AHC professionals regarding next steps, diligence, protective order (1.5) attend same call (.9).	3.10	2,433.50



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**Meetings and Communications with Ad-Hoc Committee & Creditors**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/20/2019	Blain, Hunter	Attend AHC update call regarding hearing update, FTI update, protective order status, and stipulation status (.7) and outline notes of same (.3), draft summary of AHC update call for distribution to AHC members (1.0).	2.00	1,100.00
11/21/2019	Blain, Hunter	Summarize operating statement, notice of appeal, and AHC call for distribution to AHC members.	0.70	385.00
11/26/2019	Eckstein, Kenneth H.	Call w/ Ad Hoc Committee re pending case issues and protective order (1.0).	1.00	1,350.00
11/26/2019	Ringer, Rachael L.	Prepare for (0.2) and attend call with AHC re: protective order (1.0).	1.20	1,200.00
11/26/2019	Ringer, Rachael L.	Prepare for call with AHC re protective order (0.5), attend same call (1.0), follow-up with non-consenting states re: same (2.3), numerous emails with AHC professionals re: protective order and AHC updates (0.8), call with M. Cyganowski re: same (1.0), calls with K. Eckstein re: updates (0.4).	6.00	6,000.00
11/26/2019	Blabey, David E.	Attend part of call with AHC re protective order (.8).	0.80	784.00
11/26/2019	Kontorovich, Ilya	Prepare for call with AHC re: revised protective order (0.5), attend same call (1.0).	1.50	1,267.50
<b>TOTAL</b>			<b>63.00</b>	<b>\$58,980.00</b>



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**Non-Working Travel**

**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Eckstein, Kenneth H.	Partner	2.00	\$2,700.00
Ringer, Rachael L.	Partner	2.00	2,000.00
Gange, Caroline	Associate	1.50	1,177.50
Blain, Hunter	Law Clerk	1.50	825.00
<b>TOTAL FEES</b>		<b>7.00</b>	<b>\$6,702.50</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/5/2019	Blain, Hunter	Travel to and from Bankr. S.D.N.Y. for 341 conference.	1.50	\$825.00
11/5/2019	Gange, Caroline	Travel to and from 341 meeting (1.5).	1.50	1,177.50
11/6/2019	Eckstein, Kenneth H.	Travel to/from White Plains (2.0).	2.00	2,700.00
11/6/2019	Ringer, Rachael L.	Travel to/from White Plains (2.0).	2.00	2,000.00
<b>TOTAL</b>			<b>7.00</b>	<b>\$6,702.50</b>



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**Plan and Disclosure Statement**

**PROFESSIONAL SERVICES SUMMARY**

TIMEKEEPER	TITLE	HOURS	FEES
Bessonette, John	Partner	5.30	\$5,830.00
Eckstein, Kenneth H.	Partner	1.50	2,025.00
Ringer, Rachael L.	Partner	0.90	900.00
Rosenbaum, Jordan M.	Partner	2.00	2,150.00
Braun, David	Associate	0.60	507.00
Cubell, Michael B.	Associate	5.10	4,947.00
Gange, Caroline	Associate	8.10	6,358.50
Kontorovich, Ilya	Associate	0.90	760.50
Blain, Hunter	Law Clerk	6.60	3,630.00
<b>TOTAL FEES</b>		<b>31.00</b>	<b>\$27,108.00</b>

**PROFESSIONAL SERVICES DETAIL**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/1/2019	Rosenbaum, Jordan M.	Review of Sackler meeting agenda and term sheet.	0.70	\$752.50
11/1/2019	Bessonette, John	Emails with KL team regarding term sheet (.8); review new TS (.5); meeting with corporate team re term sheet (.8).	2.10	2,310.00
11/1/2019	Braun, David	Discs. w/ H. Blain re case background and RSA research (.6).	0.60	507.00



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**Plan and Disclosure Statement**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/1/2019	Blain, Hunter	Meeting with D. Braun regarding case status and RSA research (0.4), follow up conversations with D. Braun re same (0.2). Review RSA and PSAs for precedent (2.6).	3.20	1,760.00
11/4/2019	Blain, Hunter	Research RSAs and PSAs precedent.	0.80	440.00
11/5/2019	Rosenbaum, Jordan M.	Review of term sheet (0.7).	0.70	752.50
11/5/2019	Blain, Hunter	Research RSAs and PSAs in recent major cases (1.4), emails with R. Ringer, D. Blabey, and C. Gage re same (0.1).	1.50	825.00
11/6/2019	Blain, Hunter	Revisions to running list of PSAs and RSAs and related research.	0.20	110.00
11/21/2019	Eckstein, Kenneth H.	O/c with KL team re RSA, diligence, work plan (0.9), prepare for same with review of term sheet (0.6).	1.50	2,025.00
11/21/2019	Ringer, Rachael L.	Meeting with KL corporate team re: updates, definitive docs (.9).	0.90	900.00
11/21/2019	Bessonette, John	Attend team meeting to review recent developments, RSA and other documentation to implement the settlement (.9).	0.90	990.00
11/21/2019	Blain, Hunter	Attended KL team meeting with K. Eckstein, R. Ringer, C. Gange, M. Greenberg, M. Cubell, and J. Rosenbaum regarding upcoming Sackler counsel meeting and beginning an RSA and MTA.	0.90	495.00
11/21/2019	Kontorovich, Ilya	Catchup meeting w/ KL team (.9) re definitive docs.	0.90	760.50



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**Plan and Disclosure Statement**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/21/2019	Cubell, Michael B.	Meet w/ KL team re case updates and next steps on RSA (.9).	0.90	873.00
11/21/2019	Gange, Caroline	Prepare for (.3) and attend KL catch-up meeting re definitive docs (.9); review/revise definitive doc list and documents tree (1.8).	3.00	2,355.00
11/22/2019	Gange, Caroline	Review definitive doc list and document tree.	1.80	1,413.00
11/25/2019	Rosenbaum, Jordan M.	Review of definitive document list (.1).	0.10	107.50
11/25/2019	Bessonette, John	Strategize re transaction outline for RSA and MTA and definitive docs (1.1).	1.10	1,210.00
11/25/2019	Gange, Caroline	Meet w/ M. Cubell re definitive docs list (0.4); follow up w/ R. Ringer re same (0.2); revise definitive doc list and document tree (2.7).	3.30	2,590.50
11/25/2019	Cubell, Michael B.	Meeting with C. Gange and R. Ringer to discuss document outline and preparation for the same (.6); draft transaction document outline (2.6).	3.20	3,104.00
11/26/2019	Rosenbaum, Jordan M.	Review of transaction definitive document outline w/ J. Bessonette and M. Cubell.	0.50	537.50
11/26/2019	Bessonette, John	Meeting with J. Rosenbaum and M. Cubell re transaction document outline (.5); review precedent for RSA (.7).	1.20	1,320.00



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**Plan and Disclosure Statement**

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
11/26/2019	Cubell, Michael B.	Meeting with J. Rosenbaum and J. Bessonette to discuss transaction document outline (.5) and preparation for the same (.5).	1.00	970.00
<b>TOTAL</b>			<b>31.00</b>	<b>\$27,108.00</b>